

**Corporate Filings for Chromalloy American LLC,  
a Delaware Limited Liability Company**

9122853



# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CHROMALLOY AMERICAN LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF NOVEMBER, A.D. 1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "CRO ACQUISITION CORP." TO "CHROMALLOY AMERICAN CORPORATION", FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1986, AT 3:06 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIFTEENTH DAY OF DECEMBER, A.D. 1987, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1989, AT 10 O'CLOCK A.M.

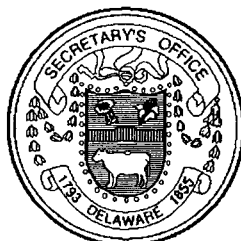
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 1990.


CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "CHROMALLOY AMERICAN CORPORATION" TO "CHROMALLOY AMERICAN LLC",

2107018 8100H

100226715

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7841446

DATE: 03-01-10

# Delaware

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*The First State*

FILED THE THIRD DAY OF DECEMBER, A.D. 2007, AT 10:43 O'CLOCK  
A.M.

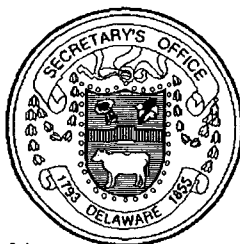
CERTIFICATE OF FORMATION, FILED THE THIRD DAY OF DECEMBER,  
A.D. 2007, AT 10:43 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID LIMITED LIABILITY COMPANY, "CHROMALLOY AMERICAN LLC".

2107018 8100H

100226715

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7841446

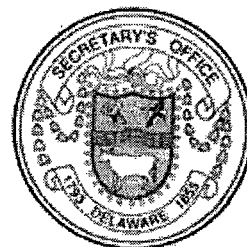
DATE: 03-01-10



# State of Delaware

The Official Website for the First State

***The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN LLC whose file number is 2107018 on 03/01/2010 under request number 100226715 for authentication number 7841446.***



[Back](#)

726316054.

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*[Signature]*

10AM

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CERTIFICATE OF INCORPORATION

OF

CRO ACQUISITION CORP.

FIRST: The name of the Corporation (hereinafter called the "Corporation") is CRO ACQUISITION CORP.

SECOND: The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The Corporation shall have the authority to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock. All such shares are to be without par value.

FIFTH: The name and the mailing address of the incorporator are as follows:

NAME

MAILING ADDRESS

Michael S. McSherry

Cahill Gordon & Reindel  
80 Pine Street  
New York, New York 10005

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The transfer of any of the shares of stock of the Corporation issued and outstanding shall require the consent of a majority of the board of directors.

EIGHTH: The number of stockholders of the Corporation, exclusive of persons who are employed by the Corporation and exclusive of persons who were, while employed by the Corporation, and have continued after termination of that employment to be, stockholders of the Corporation, is limited to not more than fifty, two or more persons who jointly own one or more shares being counted as one stockholder.

NINTH: Any invitation to the public to subscribe for shares of stock of the Corporation is prohibited.

TENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way

of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ELEVENTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the

Corporation and of its directors and stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be such number not less than three (3), nor more than twenty (20), as may be fixed from time to time by resolution adopted by the Board of Directors. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other By-Laws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend or repeal the By-Laws of the Corporation may be exercised by the Board of Directors of the Corporation.

TWELFTH: The Corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

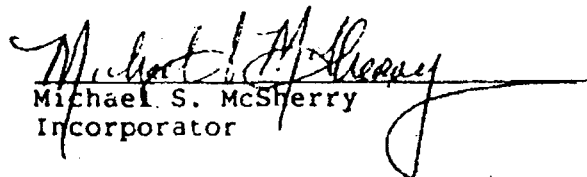
THIRTEENTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or the stockholders, (ii) for acts or omissions not in good faith or which involve



intentional misconduct or a knowing violation of law,  
(iii) under Section 174 of Title 8 of the Delaware Code, or  
(iv) for any transaction from which the director derived an improper personal benefit.

FOURTEENTH: From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article FOURTEENTH.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 11th day of November, 1986.

  
Michael S. McSherry  
Incorporator

866357005

3:06 PM  
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23  
DEC 23 1986

CERTIFICATE OF MERGER

CHROMALLOY AMERICAN CORPORATION

INTO

CRO ACQUISITION CORP.

\*\*\*\*\*

The undersigned corporation organized and existing  
UNDER AND BY VIRTUE OF THE General Corporation Law of the State  
of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of  
each of the constituent corporations of the merger is as fol-  
lows:

NAME	STATE OF INCORPORATION
CHROMALLOY AMERICAN CORPORATION	Delaware
CRO ACQUISITION CORP.	Delaware

SECOND: That an agreement of merger between the par-  
ties to the merger has been approved, adopted, certified, exe-  
cuted and acknowledged by each of the constituent corporations  
in accordance with the requirements of subsection (c) of sec-  
tion 251 of the General Corporation Law of the State of  
Delaware.

THIRD: The name of the surviving corporation of the  
merger will be CRO Acquisition Corp. changing name to  
Chromalloy American Corporation.

FOURTH: That the Certificate of Incorporation of CRO Acquisition Corp., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation, except that Article 1. is being amended to read as follows:

1. The name of the Corporation is Chromalloy American Corporation.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 120 South Central Avenue, Clayton, Missouri 63105.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective on December 23, 1986.

Dated: December 22, 1986

CRO Acquisition Corp.  
(name of corporation)

By 

Robert E. Davis, President

ATTEST:

By 

Bernard M. Jaffe, Secretary

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FILED 10 AM

DEC 15 1987

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

*Y. H. H. H.*  
SECRETARY OF STATE

SECURITY BARGE LINE, INC., a corporation incorporated on the 21st day of June, 1962, pursuant to General Corporation Law of the State of Mississippi; and MISSOURI RIVER BARGE LINES, INC., a corporation reincorporated on the 23rd day of May, 1983 pursuant to the General Corporation Law of the state of Delaware,

INTO

CHROMALLOY AMERICAN CORPORATION, a Delaware corporation.

\*\*\*\*\*

CHROMALLOY AMERICAN CORPORATION, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY THAT:

FIRST: This Corporation was incorporated on the 12th day of November, 1986, pursuant to the General Corporation Law of the State of Delaware.

SECOND: This Corporation owns all of the outstanding shares of the stock of Security Barge Line, Inc. and Missouri River Barge Lines, Inc., hereinafter the constituent corporations of the merger.

THIRD: In accordance with the requirements of Section 253 of the General Corporation Law of the State of Delaware, this Corporation by the following resolutions of its Board of Directors duly adopted on November 24, 1987, determined to merge with and into itself the constituent corporations of the merger.

RESOLVED that the merger into the Corporation of Security Barge Line, Inc., a Mississippi corporation, and Missouri River Barge Lines, Inc., a Delaware corporation, both wholly-owned subsidiaries of the Corporation, be and is authorized and approved, and upon the effective date of said merger, the Corporation shall assume all of respective obligations of Security Barge Line, Inc. and Missouri River Barge Lines, Inc.; and

RESOLVED that the attached Plan of Merger of Security Barge Line, Inc. and Missouri River Barge Lines, Inc. into the Corporation, effects the merger of Security Barge Line, Inc. and Missouri River Barge Lines, Inc. into the Corporation effective upon the filing with the Secretary of State of Delaware.

FURTHER RESOLVED that the officers of the Corporation be and each is authorized and directed to make and execute, under the corporate seal of the Corporation, a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware General Corporation Law, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy in the office of the Recorder of Deeds of New Castle County, Delaware, and to do all acts and things whatsoever required, whether within or without the State of Delaware, which any such officer shall deem necessary or advisable.

FOURTH: The name of the surviving corporation of the merger is Chromalloy American Corporation, a Delaware corporation.

FIFTH: This Certificate of Ownership and Merger shall be effective upon the filing with the Secretary of State of Delaware.

IN WITNESS WHEREOF, said CHROMALLOY AMERICAN CORPORATION has caused its corporate seal to be hereunto affixed and this Certificate of Ownership and Merger to be signed by John J. Dowling, III, its Vice President and Secretary, and attested by James L. Drone, its Assistant Secretary, this 8<sup>th</sup> day of December, 1987.

CHROMALLOY AMERICAN CORPORATION

By: \_\_\_\_\_

John J. Dowling, III  
Vice President and Secretary

(CORPORATE SEAL)

ATTEST:

By: \_\_\_\_\_

James L. Drone  
Assistant Secretary

## CERTIFICATE OF OWNERSHIP AND MERGER

## MERGING

CENTRAL BARGE LINE, INC.

INTO

CHROMALLOY AMERICAN CORPORATION

CHROMALLOY AMERICAN CORPORATION, a corporation organized and existing under the laws of Delaware

## DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on November 12, 1986, pursuant to the the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Central Barge Line, Inc., a corporation incorporated on the 2nd day of August, 1977, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of the Board of Directors of this corporation, duly adopted on the 13th day of December, 1989, determined to and pursuant to section 253 of the Delaware Corporation Law, does hereby merge into itself said Central Barge Line, Inc.:

RESOLVED, that the merger into this Corporation of Central Barge Line, Inc. is hereby authorized and approved, and upon the effective date of said merger, this Corporation assumes said subsidiary's obligations; and be it further


RESOLVED, that the merger of the foregoing subsidiary shall be effective upon the date of filing with the Secretary of State of Delaware of the Certificate of Ownership and Merger hereinafter referred to; notwithstanding the foregoing, in the event said Certificate of Ownership and Merger has not been filed with the Secretary of State of Delaware as of January 1, 1990, for all accounting and tax purposes only, the merger shall be deemed by this Corporation to have been effective on January 1, 1990; and be it further

RESOLVED, that the proper officers of this Corporation be, and they hereby are, directed to make and execute under the corporate seal of this Corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merger said subsidiary into this Corporation, and for this Corporation to assume its liabilities and obligations on the date of adoption hereof, and to cause the same to be filed with the Secretary of State and a certified copy in the Office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever required, whether within or without the State of Delaware, which may in any way be necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the Board of Directors of CHROMALLOY AMERICAN CORPORATION at any time prior to the date of filing the merger with the Secretary of State.


IN WITNESS WHEREOF, said CHROMALLOY AMERICAN CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by John J. Quicke, its Vice President and attested by John J. Dowling, III, its Vice President and Secretary, this 21<sup>st</sup> day of December, 1989.

CHROMALLOY AMERICAN CORPORATION

By:   
John J. Quicke, Vice President

(Corporate Seal)

ATTEST:

By:   
John J. Dowling, III  
Vice President and Secretary

**CERTIFICATE OF CONVERSION**  
**OF**  
**CHROMALLOY AMERICAN CORPORATION**  
**(a Delaware corporation)**  
**INTO**  
**CHROMALLOY AMERICAN LLC**  
**(a Delaware limited liability company)**

(Under Section 266 of the General Corporation Law of the State of Delaware  
and Section 18-214 of the Delaware Limited Liability Company Act)

1. The name of the corporation immediately prior to filing this certificate of conversion is:

**CHROMALLOY AMERICAN CORPORATION**

The name under which the corporation was originally incorporated was CRO  
ACQUISITION CORP.

2. The corporation hereby being converted to a limited liability company was first incorporated under the laws of the State of Delaware on November 12, 1986, and the jurisdiction of the corporation immediately prior to filing this certificate of conversion is Delaware.
3. The name of the limited liability company as set forth in the Certificate of Formation, filed contemporaneously with this Certificate of Conversion, filed in accordance with Chapter 18, Title 6 of the Delaware Code is:

**CHROMALLOY AMERICAN LLC**

4. The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act.

*[Signature page follows]*



IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting corporation has executed this Certificate of Conversion on this 3rd day of December, 2007.

By: /s/ John J. Dowling III

Name: John J. Dowling III

Title: Senior Vice President & Secretary

**FILED**  
In the Office of the  
Secretary of State of Texas

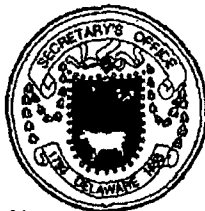
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PAGE 1  
Corporations Section

# Delaware

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND  
CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE  
CORPORATION UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION"  
TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM  
"CHROMALLOY AMERICAN CORPORATION" TO "CHROMALLOY AMERICAN LLC",  
FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 2007, AT  
10:43 O'CLOCK A.M.



2107018 8100V

071356609

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6261096

DATE: 12-21-07

**CERTIFICATE OF FORMATION**

**OF**

**CHROMALLOY AMERICAN LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

**FIRST:** The name of the limited liability company (hereinafter called the "limited liability company") is:

**Chromalloy American LLC**

**SECOND:** The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are:

The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, New Castle County, Delaware 19801

**THIRD:** This Certificate of Formation shall be effective upon filing.

Executed on December 3, 2007

/s/ Eleanor Romanelli

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Eleanor Romanelli  
Authorized Person